

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC, AS
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR THE
PERIOD FROM DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

December 1, 2019 through December 31, 2019 (the “**Statement Period**”). In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$76,064.80 and payment of \$60,851.84, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$142.55. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Agent Services to:	Debtors and Debtors in Possession
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	December 1, 2019 through December 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$76,064.80 ²
80% of compensation sought as actual, reasonable and necessary:	\$60,851.84
Amount of expense reimbursement sought as actual, reasonable and necessary	\$142.55

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Statements

Date Filed; Docket No.	Period Covered	Requested		Approved		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55	\$0.00	\$6,493.55	\$0.00	N/A
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55	\$0.00	\$2,223.55	\$0.00	N/A
6/28/18; Docket No. 4393	5/1/19 – 5/31/19	\$14,577.85	\$0.00	\$14,577.85	\$0.00	N/A
7/30/19; Docket No. 4654	6/1/19 – 6/30/19	\$8,266.65	\$0.00	\$8,266.65	\$0.00	N/A
8/30/19; Docket No. 5039	7/1/19 – 7/31/19	\$207,219.25	\$1,149.47	\$207,219.25	\$1,149.47	N/A
9/27/19; Docket No. 5245	8/1/19 – 8/31/19	\$150,629.50	\$2,160.76	\$150,629.50	\$2,160.76	N/A
10/30/19; Docket No. 5530	9/1/19 – 9/30/19	\$56,787.85	\$1,174.35	\$56,787.85	\$1,174.35	N/A
11/27/19; Docket No. 6107	10/1/19 – 10/31/10	\$31, 623.90	\$316.88	\$31, 623.90	\$316.88	N/A
12/13/19; Docket No. 6205	11/1/19 – 11/30/19	\$109,336.15 (payment of 80% or \$87,468.92)	\$640.92	\$87,468.92 (80% of \$109,336.15)	\$640.92	\$21,867.23

Prior Interim Applications

Date Filed; Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
8/14/19; Docket No. 4840	3/1/19 – 6/30/19	\$30,579.85	\$0.00	\$30,579.85	\$0.00
12/13/19; Docket No. 6214	7/1/19 – 10/31/10	\$446,260.50	\$4,801.46	\$446,260.50	\$4,801.46
Total		\$477,822.10	\$4,801.46	\$477,822.10	\$4,801.46

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Johnson, Craig	Director of Solicitation	0.40	\$240.00	\$96.00
Adler, Adam M	Director	0.40	\$220.00	\$88.00
Malo, David R	Director	0.20	\$220.00	\$44.00
Weiner, Shira D	Director	3.90	\$220.00	\$858.00
Brown, Mark M	Solicitation Consultant	2.60	\$215.00	\$559.00
Carpenter, Mary J	Solicitation Consultant	2.10	\$215.00	\$451.50
Crowell, Messiah L	Solicitation Consultant	13.90	\$215.00	\$2,988.50
DePalma, Greg R	Solicitation Consultant	1.40	\$215.00	\$301.00
Devine-Rader, Margaret M	Solicitation Consultant	63.80	\$215.00	\$13,717.00
Gomez, Joel J	Solicitation Consultant	35.30	\$215.00	\$7,589.50
Igboeli, Chukwunonso (Emanuel) U	Solicitation Consultant	56.00	\$215.00	\$12,040.00
Kesler, Stanislav	Solicitation Consultant	75.60	\$215.00	\$16,254.00
Korniewicz, Sara A	Solicitation Consultant	34.00	\$215.00	\$7,310.00
Mercado, Katherine	Solicitation Consultant	49.60	\$215.00	\$10,664.00
Vyskocil, Ryan J	Solicitation Consultant	0.30	\$215.00	\$64.50
Zhen, Samantha	Solicitation Consultant	90.50	\$215.00	\$19,457.50
Allen, Richard M	Director	60.80	\$210.00	\$12,768.00
Bitman, Oleg	Senior Consultant	3.30	\$195.00	\$643.50
Porter, Christine C	Senior Consultant	0.60	\$185.00	\$111.00
Jordan, Stephanie	Consultant	2.10	\$175.00	\$367.50
Washington, Sedahri K	Consultant	0.80	\$175.00	\$140.00
Hafez, Nora	Consultant	7.00	\$155.00	\$1,085.00
Senecal, Brian A	Technology Consultant	1.80	\$70.00	\$126.00
Gomez, Christine	Technology Consultant	5.70	\$55.00	\$313.50
Singh, Kevin	Technology Consultant	8.70	\$55.00	\$478.50
Reyes, Ronald A	Technology Consultant	3.30	\$45.00	\$148.50
	TOTAL	524.10		\$108,664.00³
	BLENDED RATE		\$207.33	

³ This amount has been discounted to \$76,064.80 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$145.13.

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Ballots	307.60	\$66,134.00
Call Center / Credit Inquiry	13.20	\$2,838.00
Corporate Actions	123.10	\$23,350.50
Disbursements	74.70	\$15,171.00
Retention / Fee Application	4.80	\$1,020.00
Solicitation	0.70	\$150.50
TOTAL	524.10	\$108,664.00⁴

Summary of Expenses Incurred by Prime Clerk Employee During the Statement Period

Description	Total
After Hours Transportation	\$122.55
Overtime Meals	\$20.00
TOTAL	\$142.55

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⁴ This amount has been discounted to \$76,064.80 in accordance with the terms of Prime Clerk's retention.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

Retention of Prime Clerk

3. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

4. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$76,064.80 and payment of \$60,851.84, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$142.55.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Prime Clerk employee during the Statement Period, if any. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$76,064.80 and payment of \$60,851.84, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$142.55.

Dated: January 30, 2020
New York, New York

Prime Clerk LLC

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165
Telephone: (212) 257-5450
Email: sweiner@primeclerk.com

Administrative Agent to the Debtors

Exhibit A

Fee Detail



One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165

primeclerk.com

Hourly Fees by Employee through December 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RAR	Reyes, Ronald A	TC - Technology Consultant	3.30	\$45.00	\$148.50
CG	Gomez, Christine	TC - Technology Consultant	5.70	\$55.00	\$313.50
KS	Singh, Kevin	TC - Technology Consultant	8.70	\$55.00	\$478.50
BAS	Senecal, Brian A	TC - Technology Consultant	1.80	\$70.00	\$126.00
NHAF	Hafez, Nora	CO - Consultant	7.00	\$155.00	\$1,085.00
SJ	Jordan, Stephanie	CO - Consultant	2.10	\$175.00	\$367.50
SKW	Washington, Sedahri K	CO - Consultant	0.80	\$175.00	\$140.00
CHP	Porter, Christine C	SC - Senior Consultant	0.60	\$185.00	\$111.00
OB	Bitman, Oleg	SC - Senior Consultant	3.30	\$195.00	\$643.50
RMA	Allen, Richard M	DI - Director	60.80	\$210.00	\$12,768.00
MMB	Brown, Mark M	SA - Solicitation Consultant	2.60	\$215.00	\$559.00
MJCA	Carpenter, Mary J	SA - Solicitation Consultant	2.10	\$215.00	\$451.50
MLC	Crowell, Messiah L	SA - Solicitation Consultant	13.90	\$215.00	\$2,988.50
GRD	DePalma, Greg R	SA - Solicitation Consultant	1.40	\$215.00	\$301.00
MMDR	Devine-Rader, Margaret M	SA - Solicitation Consultant	63.80	\$215.00	\$13,717.00
JJG	Gomez, Joel J	SA - Solicitation Consultant	35.30	\$215.00	\$7,589.50
CUI	Igboeli, Chukwunonso (Emanuel) U	SA - Solicitation Consultant	56.00	\$215.00	\$12,040.00
STK	Kesler, Stanislav	SA - Solicitation Consultant	75.60	\$215.00	\$16,254.00
SAK	Korniewicz, Sara A	SA - Solicitation Consultant	34.00	\$215.00	\$7,310.00
KME	Mercado, Katherine	SA - Solicitation Consultant	49.60	\$215.00	\$10,664.00
RJV	Vyskocil, Ryan J	SA - Solicitation Consultant	0.30	\$215.00	\$64.50
SZ	Zhen, Samantha	SA - Solicitation Consultant	90.50	\$215.00	\$19,457.50
AMA	Adler, Adam M	DI - Director	0.40	\$220.00	\$88.00
DRM	Malo, David R	DI - Director	0.20	\$220.00	\$44.00
SW	Weiner, Shira D	DI - Director	3.90	\$220.00	\$858.00

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CJ	Johnson, Craig	DS - Director of Solicitation	0.40	\$240.00	\$96.00
TOTAL:			524.10	\$108,664.00	

Hourly Fees by Task Code through December 2019

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	307.60	\$66,134.00
CORP	Corporate Actions	123.10	\$23,350.50
DISB	Disbursements	74.70	\$15,171.00
INQR	Call Center / Credit Inquiry	13.20	\$2,838.00
RETN	Retention / Fee Application	4.80	\$1,020.00
SOLI	Solicitation	0.70	\$150.50
TOTAL:		524.10	\$108,664.00

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
12/02/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.20
12/02/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.60
12/02/19	CJ	DS	Confer with M. Crowell (Prime Clerk) re: staffing in connection with processing of administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.20
12/02/19	CJ	DS	Telephone conference call with S. Kesler (Prime Clerk) re: processing of administrative expense consent program opt-in/opt-out forms, the reporting of the results, and timing of distributions	Corporate Actions	0.20
12/02/19	CUI	SA	Process incoming opt in/opt out forms	Corporate Actions	8.00
12/02/19	GRD	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	1.40
12/02/19	JJG	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	5.00
12/02/19	KME	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.80
12/02/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	1.40
12/02/19	MJCA	SA	Quality assurance review of opt out forms	Corporate Actions	0.40
12/02/19	MLC	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	1.90
12/02/19	MLC	SA	Confer with Craig Johnson (Prime Clerk) re: staffing for processing of administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.20
12/02/19	MMB	SA	Respond to creditor inquiry related to Plan distributions	Call Center / Credit Inquiry	0.10
12/02/19	MMB	SA	Respond to nominee inquiry related to Plan distributions	Call Center / Credit Inquiry	0.30
12/02/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.80
12/02/19	RAR	TC	Technical support for exporting opt-out data	Corporate Actions	1.70
12/02/19	SAK	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	6.50
12/02/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	4.20
12/02/19	STK	SA	Create and format preliminary opt in/opt out report for	Corporate	1.30

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			circulation to case professionals	Actions	
12/02/19	STK	SA	Telephone conference call with C. Johnson (Prime Clerk) re: processing of administrative expense consent program opt-in/opt-out forms, the reporting of the results, and timing of distributions	Corporate Actions	0.20
12/02/19	STK	SA	Review and analyze incoming administrative expense consent program opt-in/opt-out forms for validity	Corporate Actions	0.90
12/02/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.80
12/02/19	SZ	SA	Review and analyze incoming opt-in/opt-out forms for validity	Corporate Actions	0.60
12/02/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	7.60
12/03/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.40
12/03/19	JJG	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	4.30
12/03/19	KME	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	4.20
12/03/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.10
12/03/19	MLC	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	3.80
12/03/19	MMB	SA	Review correspondence with case team (S. Kesler), debtors' counsel (M. Buschmann at Weil, Gotshal), and nominee related to distributions and administrative expense claims consent program	Disbursements	0.20
12/03/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.50
12/03/19	RMA	DI	Confer and correspond with M-III, bank and relevant case team re upcoming disbursement	Disbursements	3.20
12/03/19	SAK	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	4.50
12/03/19	STK	SA	Review and respond to inquiry from M. Korycki (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.50
12/03/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	4.30
12/03/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.30
12/03/19	STK	SA	Review and analyze incoming administrative expense consent program opt-in/opt-out forms for validity	Corporate Actions	0.50
12/03/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	1.50
12/03/19	SW	DI	Draft disbursing agent agreement	Disbursements	0.30
12/03/19	SZ	SA	Coordinate and process incoming electronic ballots in	Ballots	4.70

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			connection with audit of same		
12/03/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	3.80
12/03/19	SZ	SA	Review and analyze incoming opt-in/opt-out forms for validity	Corporate Actions	0.50
12/04/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.60
12/04/19	CUI	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/04/19	JJG	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	5.50
12/04/19	KME	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/04/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.60
12/04/19	MLC	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	3.60
12/04/19	MMB	SA	Review correspondence with case team (S. Kesler), debtors' counsel (M. Buschmann at Weil, Gotshal), and nominee related to distributions and administrative expense claims consent program	Disbursements	0.10
12/04/19	MMB	SA	Respond to creditor inquiry related to Plan distributions	Call Center / Credit Inquiry	0.20
12/04/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	9.00
12/04/19	RMA	DI	Prepare for upcoming disbursement	Disbursements	1.20
12/04/19	SAK	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/04/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	4.00
12/04/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.40
12/04/19	STK	SA	Review and analyze incoming administrative expense consent program opt-in/opt-out forms for validity	Corporate Actions	1.50
12/04/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	1.10
12/04/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.80
12/04/19	SZ	SA	Review and analyze incoming opt-in/opt-out forms for validity	Corporate Actions	0.10
12/04/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	1.10
12/05/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.60
12/05/19	CUI	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00

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12/05/19	JJG	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/05/19	KME	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.10
12/05/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.10
12/05/19	MLC	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	3.20
12/05/19	MMB	SA	Review correspondence with case team (S. Kesler), debtors' counsel (A. Hwang, P. DiDonato at Weil, Gotshal), and creditor related to Plan distributions and administrative expense claim consent program	Disbursements	0.10
12/05/19	MMB	SA	Respond to creditor inquiry related to Plan distribution	Call Center / Credit Inquiry	0.10
12/05/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/05/19	RAR	TC	Technical support for exporting opt-out data	Corporate Actions	1.60
12/05/19	SAK	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.00
12/05/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	3.40
12/05/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.50
12/05/19	STK	SA	Review and analyze incoming administrative expense consent program opt-in/opt-out forms for validity	Corporate Actions	0.50
12/05/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	1.00
12/05/19	SW	DI	Draft interim fee application	Retention / Fee Application	2.30
12/05/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	6.90
12/05/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	3.10
12/06/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.60
12/06/19	CUI	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/06/19	JJG	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	2.50
12/06/19	KME	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.40
12/06/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.10
12/06/19	MJCA	SA	Respond to creditor inquiries related to opt-out form	Call Center / Credit Inquiry	0.90

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12/06/19	MLC	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.60
12/06/19	MMB	SA	Review correspondence with case team (M. Carpenter) and Debtors' counsel (P. DiDonato at Weil, Gotshal) related to administrative expense claim consent program	Corporate Actions	0.10
12/06/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.70
12/06/19	RJV	SA	Respond to inquiries related to opt-in/opt-out	Call Center / Credit Inquiry	0.30
12/06/19	RMA	DI	Prepare for upcoming disbursement of administrative claims	Disbursements	3.40
12/06/19	SAK	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	4.90
12/06/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	3.90
12/06/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/06/19	STK	SA	Review and analyze incoming administrative expense consent program opt-in/opt-out forms for validity	Corporate Actions	0.90
12/06/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.80
12/06/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	1.90
12/06/19	SZ	SA	Review and analyze incoming opt-in/opt-out forms for validity	Corporate Actions	0.20
12/06/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	7.10
12/07/19	RMA	DI	Prepare for upcoming disbursement of administrative claims	Disbursements	0.60
12/08/19	RMA	DI	Confer and correspond with M-III re upcoming disbursement	Disbursements	0.30
12/08/19	RMA	DI	Prepare check file for upcoming disbursement of administrative claims	Disbursements	4.70
12/09/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.20
12/09/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.70
12/09/19	CUI	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/09/19	KME	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.10
12/09/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.10
12/09/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.80
12/09/19	NHAF	CO	Quality assurance review of disbursement addresses	Disbursements	2.90
12/09/19	OB	SC	Meet with R. Allen re emails and documents related to distributions	Disbursements	0.10

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12/09/19	RMA	DI	Confer and correspond with M-III re upcoming disbursement	Disbursements	0.40
12/09/19	RMA	DI	Quality assurance review of addresses for upcoming disbursement	Disbursements	3.20
12/09/19	SAK	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.40
12/09/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/09/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	1.40
12/09/19	STK	SA	Review and analyze incoming administrative expense consent program opt-in/opt-out forms for validity	Corporate Actions	0.60
12/09/19	SW	DI	Draft monthly fee statement	Retention / Fee Application	1.30
12/09/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	3.30
12/09/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	4.20
12/10/19	AMA	DI	Review and revise interim fee application	Retention / Fee Application	0.40
12/10/19	CUI	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/10/19	JJG	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	2.00
12/10/19	MMB	SA	Respond to creditor inquiry regarding Plan distributions and Administrative Expense Claim Consent Program	Call Center / Credit Inquiry	0.70
12/10/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/10/19	NHAF	CO	Quality assurance review of disbursement addresses	Disbursements	2.00
12/10/19	RMA	DI	Confer and correspond with M-III and Evolve (bank) re account and upcoming disbursement	Disbursements	1.00
12/10/19	RMA	DI	Quality assurance review of addresses for upcoming disbursement	Disbursements	3.80
12/10/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.30
12/10/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.80
12/10/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.80
12/11/19	CUI	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/11/19	JJG	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/11/19	KME	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.00

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12/11/19	MLC	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.60
12/11/19	MMDR	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/11/19	NHAF	CO	Quality assurance review of disbursement addresses	Disbursements	2.10
12/11/19	RMA	DI	Prepare bank account for upcoming disbursement	Disbursements	0.60
12/11/19	RMA	DI	Quality assurance review of addresses for upcoming disbursement	Disbursements	3.40
12/11/19	SAK	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	2.70
12/11/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	3.70
12/11/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	2.80
12/12/19	CHP	SC	Quality assurance review of check file for upcoming administrative disbursement	Disbursements	0.60
12/12/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	1.40
12/12/19	MMB	SA	Confer and coordinate with case team (C. Johnson) re solicitation (.1) and review solicitation documents regarding ballot retention (.6)	Solicitation	0.70
12/12/19	OB	SC	Review check file for distributions and follow up re same	Disbursements	0.80
12/12/19	RMA	DI	Prepare and execute check file for upcoming disbursement	Disbursements	4.80
12/12/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/12/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	1.00
12/12/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	6.30
12/12/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	1.30
12/13/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.20
12/13/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.80
12/13/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	1.20
12/13/19	RMA	DI	Confer and correspond with bank re stopping disbursement	Disbursements	0.20
12/13/19	RMA	DI	Confer and correspond with M-III about disbursement	Disbursements	0.30
12/13/19	SKW	CO	Review and file amended monthly fee application	Retention / Fee Application	0.40
12/13/19	SKW	CO	Review and file interim and monthly fee applications	Retention / Fee Application	0.40
12/13/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.00

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12/13/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	1.10
12/13/19	SZ	SA	Review and analyze incoming opt-in/opt-out forms for validity	Corporate Actions	0.10
12/14/19	STK	SA	Review and respond to inquiry from A. Hwang (Weil) related to administrative claim opt on/opt out	Corporate Actions	1.20
12/16/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.20
12/16/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.50
12/16/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	1.20
12/16/19	MJCA	SA	Process incoming opt out forms	Corporate Actions	0.40
12/16/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/16/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.70
12/17/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.20
12/17/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.60
12/17/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.60
12/17/19	STK	SA	Review and respond to inquiry from C. Kopsky (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.50
12/17/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/17/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.40
12/17/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.10
12/17/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.70
12/18/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.10
12/18/19	STK	SA	Review and respond to inquiry from C. Casamassima (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.40
12/18/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/18/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.70
12/18/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	7.90

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12/19/19	RMA	DI	Prepare addresses for upcoming disbursement	Disbursements	1.60
12/19/19	STK	SA	Review and respond to inquiry from M. Korycki (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.60
12/19/19	STK	SA	Review and respond to inquiry from T. Kim (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.90
12/19/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/19/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	1.00
12/20/19	MJCA	SA	Process incoming opt out forms	Corporate Actions	0.40
12/20/19	RMA	DI	Prepare check file for upcoming disbursement	Disbursements	2.70
12/20/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/20/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	8.00
12/21/19	RMA	DI	Prepare check file for upcoming disbursement	Disbursements	0.20
12/22/19	RMA	DI	Prepare check file for upcoming disbursement	Disbursements	0.80
12/23/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.20
12/23/19	CG	TC	Technical support for exporting opt-out data	Corporate Actions	0.70
12/23/19	RMA	DI	Prepare check file for upcoming disbursement	Disbursements	3.40
12/23/19	STK	SA	Review and respond to inquiry from M. Korycki (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.70
12/23/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.00
12/24/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.60
12/24/19	RMA	DI	Prepare and review check file for upcoming disbursement	Disbursements	3.80
12/24/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/24/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Corporate Actions	0.70
12/24/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	0.40
12/25/19	RMA	DI	Prepare and review check file for upcoming disbursement	Disbursements	1.60
12/26/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.60
12/26/19	RMA	DI	Prepare and review final check file for upcoming disbursement	Disbursements	6.80
12/26/19	RMA	DI	Confer and correspond with M-III re upcoming	Disbursements	0.40

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			disbursement		
12/26/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20
12/26/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.80
12/26/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	0.30
12/27/19	BAS	TC	Technical support for processing opt-out forms	Corporate Actions	0.20
12/27/19	KS	TC	Technical support for processing opt-out forms	Corporate Actions	0.60
12/27/19	OB	SC	Review emails and documents related to distribution list	Disbursements	2.40
12/27/19	RMA	DI	Coordinate preparation and audit of distribution files for administrative opt in disbursement	Disbursements	5.60
12/27/19	SJ	CO	Prepare and quality assurance of distribution wires	Disbursements	1.50
12/27/19	STK	SA	Review and respond to inquiry from C. Casamassima (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.80
12/27/19	STK	SA	Review and respond to inquiry from C. Kopsky (M-III) related to administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.20
12/27/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.10
12/27/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.90
12/27/19	SZ	SA	Conduct quality assurance review of incoming opt-in/opt-out forms	Corporate Actions	0.20
12/30/19	DRM	DI	Coordinate wire payment related to opt in/opt out	Disbursements	0.20
12/30/19	RMA	DI	Confer and correspond with M-III re disbursement	Disbursements	0.20
12/30/19	RMA	DI	Prepare and execute supplemental distribution	Disbursements	0.50
12/30/19	SJ	CO	Coordinate wire for distribution	Disbursements	0.40
12/30/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.00
12/30/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Call Center / Credit Inquiry	0.80
12/30/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.30
12/31/19	RMA	DI	Quality assurance review of outgoing disbursements	Disbursements	1.70
12/31/19	RMA	DI	Prepare and execute supplemental distribution	Disbursements	0.40
12/31/19	SJ	CO	Coordinate wire for distribution	Disbursements	0.20
12/31/19	STK	SA	Respond to creditor inquiries related to ongoing administrative claim opt in/opt out	Corporate Actions	1.10
12/31/19	STK	SA	Create and format preliminary opt in/opt out report for circulation to case professionals	Corporate Actions	1.20

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12/31/19	STK	SA	Conduct quality assurance review of incoming administrative expense consent program opt-in/opt-out forms	Corporate Actions	0.80
12/31/19	SZ	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.10
Total Hours					524.10

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$122.55
Overtime Meals			\$20.00
Total Expenses			\$142.55

Exhibit B

Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period

Employee Name	Date	Expense Type	Amount
Kesler, Stanislav	12/2/2019	After Hour Transportation	\$60.06
Kesler, Stanislav	12/6/2019	After Hour Transportation	\$62.49
Kesler, Stanislav	12/6/2019	Overtime Meal	\$20.00
TOTAL			\$142.55